

UNICOMMERCE ESOLUTIONS LIMITED



Our Company was originally incorporated as 'Unicommerce eSolutions Private Limited' at New Delhi as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated February 2, 2012, issued by the Registrar of Companies, Delhi and Haryana ("Roc"). Our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders on December 19, 2023, and the name of our Company was issued by the RoC. For further details on the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 181 of the prospectus of our Company dated August 8, 2024 filed with the RoC."

Registered Office: Mezzanine Floor, A-83, Okhla Industrial Area, Ph-II, New Delhi 110 020, India; Corporate Office: Landmark House, Plot Number 65, 6th and 7th Floor, Sector 44, Gurgaon, 122 003, Haryana, India;

Tel: +91 9311749240; Website: www.unicommerce.com; Contact Person: Monish Pal, Compliance Officer; E-mail: complianceofficer@unicommerce.com, Corporate Identity Number: U74140DL2012PLC230932

ACEVECTOR LIMITED (FORMERLY KNOWN AS SNAPDEAL LIMITED), STARFISH I PTE. LTD., KUNAL BAHL AND ROHIT KUMAR BANSAL ARE THE PROMOTERS OF OUR COMPANY

Our Company has filed the Prospectus with the RoC and the Equity Shares (as defined below) are proposed to be listed on the Main Board of National Stock Exchange of India Limited ("BSE") and together with BSE, the "Stock Exchanges") and the trading will commence on Tuesday, August 13, 2024.

BASIS OF ALLOTMENT

IINITIAL PUBLIC OFFER OF 25,608,512 EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF UNICOMMERCE ESOLUTIONS LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹108 PER EQUITY SHARE AGGREGATING TO ₹2,765.72 MILLION (THE "OFFER"), THROUGH AN OFFER FOR SALE OF 25,608,512 EQUITY SHARES AGGREGATING TO ₹2,765.72 MILLION ("OFFER FOR SALE") BY THE SELLING SHAREHOLDERS (AS DEFINED BELOW), COMPRISING 9,438,272 EQUITY SHARES AGGREGATING TO ₹1,019.33 MILLION BY ACEVECTOR LIMITED (FORMERLY KNOWN AS SNAPDEAL LIMITED) ("PROMOTER SELLING SHAREHOLDER"), AND 16,170,240 EQUITY SHARES AGGREGATING TO ₹1,746.39 MILLION BY SB INVESTMENT HOLDINGS (UK) LIMITED* ("INVESTOR SELLING SHAREHOLDER") (THE PROMOTER SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER TOGETHER REFERRED TO AS THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES")

The Offer constituted 25.00 % of the post-Offer paid up Equity Share capital of our Company.

*The Equity Shares offered by SB Investment Holdings (UK) Limited included 32,340,480 Equity Shares that resulted upon conversion of 9,858 Series A Preference Shares and 2,775 Series B Preference Shares held by SB Investment Holdings (UK) Limited in the ratio of 2,560:1, i.e., 2,560 Equity Shares for one Preference Share.

THE FACE VALUE OF EQUITY SHARES IS ₹1 EACH. THE OFFER PRICE IS 108 TIMES THE FACE VALUE OF THE EQUITY.

ANCHOR INVESTOR OFFER PRICE: ₹ 108 PER EQUITY SHARE OF FACE VALUE OF ₹1 EACH. OFFER PRICE: ₹108 PER EQUITY SHARE OF FACE VALUE OF ₹1 EACH.

RISK TO INVESTORS

- <u>Technology related risks:</u> We provide a comprehensive suite of products. If we fail to develop and innovate our technology-based expertise in a timely and effective manner, our brand, competitive edge and market share may lose or may face resistance from our existing or potential clients. We may experience disruptions, outages, and other performance problems with our technology infrastructure due to a variety of factors, including introductions of new functionality, human or software errors, capacity constraints and denial-of-service attacks, which may reduce the quality of our products or interfere with our clients' use of our products, leading to reduction in demand, decrease in revenues, and increase in our costs.
- Risk associated with maintaining existing clients or attracting new clients: Our business is subscription based, and clients are not obligated to renew and may not renew their subscriptions. If we fail to attract new clients and maintain and expand new and existing client relationships, our revenue from subscriptions may grow slower than expected, may not grow at all, or may decline. Further, a portion of our business is attributable to certain large clients. The contribution by our top 10 clients to our revenue from contract with customers has decreased from Fiscal 2023 to Fiscal 2024.

Particulars	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Contribution by our top 10 clients to our revenue from contract with customers (amount in ₹ million)	283.56	289.04	189.44
Contribution by our top 10 clients to our revenue from contract with customers (in %)	27.38%	32.10%	32.09%

While we have witnessed an increase in number of clients in the last three fiscals, we cannot assure a similar account growth rate or at all.

- Ecommerce industry related risk: Our revenues are based on transaction volumes on e-commerce platforms and are typically a function of the growth of online sales of our clients. Our business, results of operations, financial condition, cash flows and prospects will suffer to the extent the ecommerce industry in India, in particular our ecommerce enterprises and clients, do not use of the internet as a medium of commerce in India do not continue to grow.
- Competition risk: Some of our competitors have made or could make acquisitions of businesses that allow them to offer more competitive and comprehensive solutions, accelerate the adoption of new technologies that better address client needs, or develop and expand their product offerings more quickly than we do. Our inability to anticipate or effectively react to competitive challenges, could materially and adversely affect our business, financial performance, cash flows
- Absence of listed industry peers in India or abroad: There are no direct listed companies in India or internationally with whom our business model can be compared that matches the size and scale of our business operations. Our competitive position and any valuation exercise undertaken for the purposes of the Offer may not be based on a benchmark with our industry peers in India or abroad.
- <u>Dependency on dropship volumes of our clients:</u> A portion of our e-commerce business is dependent on the dropship volumes of our clients. If our clients are able to develop their own system to manage their dropship operations, increase utilisation of their in-house services, or reduce their allocation of dropship volumes to us, our business, financial performance, cash flows and growth prospects would be materially and adversely affected.
- <u>High employee benefits expense related risk:</u> Employee benefits expense constitute the largest portion of our total expense. Our employee benefits expense as a percentage of our revenue from contract with customers and as a percentage of total expenses were as follows:

Particulars	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Employee benefits expense as % of revenue from contract with customers	62.71%	68.87%	71.79%
Employee benefits expense as a % of total expense	70.64%	73.74%	77.83%

Our high employee benefits expense may make us less competitive, and any further increase in our employee benefit expense may reduce our profitability.

- Our Company will not receive any proceeds from the Offer. The Selling Shareholders shall be entitled to proceeds from the Offer for Sale.
- Our market capitalization to revenue multiple and price to earnings ratio may not be indicative of the market price of the Equity Shares on listing or thereafter.

Particulars	Price to earnings ratio (Diluted basis)	Market capitalisation to revenue from contract with customers#		
At Floor Price i.e. ₹ 102	87.93	10.09 times		
At Cap Price i.e. ₹ 108	93.10	10.68 times		

Note: Financial information for our Company is derived from the Restated Financial Information for Fiscal 2024. #Market capitalisation has been computed as floor price or cap price, as the case may be, x number of shares outstanding as on the date of the Red Herring Prospectus. Market capitalisation to revenue from contract with customers is calculated as market capitalisation divided by revenue from contract with customers for Fiscal 2024.

- 10. Highest average cost of acquisition of Equity Shares for the Selling Shareholders in the Offer is ₹ 30.87, and Offer Price is ₹108.
- 11. The weighted average return on net worth for our Company for FY 24, 23 and 22 is 18.98%, 12.48% and 14.53%, respectively. The weighted average return on net worth for last three fiscals is 16.07%.
- 12. Details of weighted average cost of acquisition ("WACA") of all Equity Shares transacted in last three years, eighteen months and one year immediately preceding the date of the Prospectus.

a) Equity Shares

Period	Weighted Average Cost of Acquisition (in ₹)**^	Cap Price/upper end of Price Band is 'x' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in ₹)#^	
Last 1 year	22.21	4.86	NiI**-95.95	
Last 18 months	22.21	4.86	Nil**-95.95	
Last 3 years	23.43	4.61	Nil**-95.95	

**Acquisition price of Equity Shares issued pursuant to bonus issue of Equity Shares is Nil.

*Adjusted for sub-division of equity shares from face value of ₹10 each to face value of ₹1 each and bonus issue of Equity Shares in the ratio of 255 Equity Shares for one Equity Share held.

^As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated August 8, 2024. Preference shares

Period	Weighted Average Cost of Acquisition (in ₹)**	Cap Price/upper end of Price Band is 'x' times the Weighted Average Cost of Acquisition^	Range of acquisition price: Lowest Price – Highest Price (in ₹)**
Last 1 year	65.42	1.65	65.42-65.42
Last 18 months	65.42	1.65	65.42-65.42
Last 3 years	33.72	3.20	30.87-65.42

**Pursuant to the sub-division and the bonus issue of Equity Shares, appropriate adjustments to the conversion ratio of outstanding Preference Shares was made and the conversion ratio was accordingly adjusted to 2,560:1, i.e., 2,560 Equity Shares for every Preference Share held.

^As certified by B.B & Associates, Chartered Accountants pursuant to the certificate dated August 8, 2024. 13. The Floor Price is 102 times and the Cap Price is 108 times the weighted average cost of acquisition based on Primary Issuances/ Secondary Transactions done during the 18 months preceding the date of the Prospectus:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share/ Preference Shares)	Floor price (i.e., ₹ 102)	Cap price (i.e., ₹ 108)
Weighted average cost of acquisition (WACA) of Primary issuances	33.98^	3.00 times	3.18 times
Weighted average cost of acquisition (WACA) of Secondary transactions	65.42^	1.56 times	1.65 times

^Adjusted for subdivision of face value of equity shares from face value of ₹10 each to face value of ₹1 each and bonus issue of Equity Shares.

*As certified by B.B & Associates, Chartered Accountants, Chartered Accountants, by way of their certificate dated August 8, 2024.

14. The two BRLMs associated with the Offer have handled 33 public issues in the past three years, out of which 9 issues closed below the offer price on listing date.

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Name of the BRLMs	Total issues	Issues closed below IPO price					
IIFL Securities Limited*	30	8					
CLSA India Private Limited*	2						
Common Issues of above BRLMs	2	2					
Total	34	10					
klssues handled where there were no comm	on BRLMs.	1					

Set out below are the details of the transfer by one of our corporate promoter, AceVector on May 22, 2024 and June 11, 2024:

Data of the Transfer	Name of the transferor	Name of the tranferee	Nature of transaction	Number of Equity Shares	Transfer price per Equity	Total consideration
Date of the fransier	Name of the transferor	Name of the trameree	Nature of transaction	transferred	Share (in ₹)	(in ₹)
May 22, 2024	AceVector Limited	Absolute Returns Scheme	Secondary Sale	5,21,104	95.95	4,99,99,928.80
May 22, 2024	AceVector Limited	Siddharth Sundar lyer	Secondary Sale	14,59,093	95.95	13,99,99,973.35
June 11, 2024	AceVector Limited	Akshat Greentech Private Limited	Secondary sale	14,59,093	95.95	13,99,99,973.35
Total				34,39,290	-	32,99,99,875.50

BID/OFFER SCHEDULE

ANCHOR INVESTOR BIDDING DATE OPENED AND CLOSED ON MONDAY, AUGUST 5, 2024

BID/OFFER PERIOD OPENED ON TUESDAY, AUGUST 6, 2024

BID/OFFER PERIOD CLOSED ON THURSDAY, AUGUST 8, 2024

The Offer was made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations through the Book Building Process wherein not less than 75% of the Offer was allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs", and such portion, the "QIB Portion"). Our Company in consultation with Book Running Lead Managers, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), out of which at least one-third shall was reserved for allocation to domestic Mutual Funds only, subject to valid Bids having been received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares could have been added to the Net QIB Portion (defined hereinafter). Further, 5% of the Net QIB Portion was made available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion could have been available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids having been received at or above the Offer Price. However, if the aggregate demand from Mutual Funds was less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation could have been added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not more than 15% of the Offer was available for allocation on a proportionate basis to Non-Institutional Bidders, of which (a) one-third of such portion was reserved for applicants with application size of more than ₹2,00,000 and up to ₹10,00,000; and (b) twothird of such portion was reserved for applicants with application size of more than ₹10,00,000, provided that the unsubscribed portion in either of such sub-categories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 10% of the Offer could be available for allocation to Retail Individual Bidders ("RIBs") in accordance with SEBI ICDR Regulations, subject to valid Bids having been received at or above the Offer Price. All potential Bidders, other than Anchor Investors, were required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the corresponding Bid Amounts would be blocked by the SCSBs, or under the UPI Mechanism, as applicable to participate in the Offer. Anchor Investors were not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, please see the section entitled "Offer Procedure" on page 326 of the prospectus.

The Bidding for Anchor Investors opened and closed on Monday, August 5, 2024. The Company received 14 applications from 12 Anchor Investors for 1,29,63,720 Equity Shares. The Anchor Investor Offer Price was finalized at ₹108 per Equity Share. A total of 1,15,23,831 Equity Shares were allocated under the Anchor Investor Portion aggregating to ₹ 1,24,45,73,748.00.

The Offer received 21,43,708 applications for 2,42,21,79,588 Equity Shares (including applications from Anchor Investors and prior to rejections considering only valid bids) resulting in 94.58 times subscription. The details of the applications received in the Offer from various categories (including Anchor Investors) are as under (before rejections):

Sr. No	Category	No. of Applications received*	No. of Equity Shares applied	No. of Equity Shares reserved as per Prospectus	No. of times Subscribed	Amount (₹)
Α	Retail Individual Investors	19,30,447	36,17,87,286	25,60,851	141.28	39,07,33,25,244.00
В	Qualified Institutional Bidders (excluding Anchor Investors)	144	1,05,92,39,424	76,82,554	137.88	1,14,39,78,57,792.00
С	Non Institutional Investors -More than ₹0.20 million Upto ₹1.00 million	1,46,651	30,14,00,004	12,80,426	235.39	32,55,02,84,526.00
D	Non Institutional Investors -Above ₹1.00 million	66,452	68,67,89,154	25,60,850	268.19	74,17,28,83,494.00
Е	Anchor Investors	14	1,29,63,720	1,15,23,831	1.12	1,40,00,81,760.00
	Total	21,43,708	2,42,21,79,588	2,56,08,512	94.58	2,61,59,44,32,816.00

Final Demand

A summary of the final demand as per NSE and BSE as on the Bid/Offer Closing Date at different Bid prices is as under

Sr. No	Bid Price	No. of Equity Shares	% to Total	Cumulative Total	Cumulative % of Total
1	102	11,13,108	0.04	11,13,108	0.04
2	103	1,84,782	0.01	12,97,890	0.05
3	104	2,42,052	0.01	15,39,942	0.06
4	105	6,24,726	0.03	21,64,668	0.09
5	106	6,92,484	0.03	28,57,152	0.11
6	107	7,43,130	0.03	36,00,282	0.14
7	108	2,12,83,90,698	85.29	2,13,19,90,980	85.43
8	9999	36,35,99,778	14.57	2,49,55,90,758	100.00
	TOTAL	2,49,55,90,758	100.00		

The Basis of Allotment was finalized in consultation with the Designated Stock Exchange, being NSE on Friday, August 9, 2024.

A. Allotment to Retail Individual Investors (after rejections) (including ASBA Applications)

The Basis of Allotment to the Retail Individual Investors, who have bid at the Cut-Off Price or at the Offer Price of ₹108 per Equity Share, was finalized in consultation with NSE. This category has been subscribed to the extent of 136.56 times (after rejections). The total number of Equity Shares Allotted in Retail Portion is 25,60,851 Equity Shares to 18,556 successful Retail Individual Investors. The category-wise details of the Basis of Allotment are as under

SI no	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares Allotted per Bidder	Ratio	Total No. of Equity Shares allotted
1	138	16,76,766	89.80	23,13,93,708	66.17	138	3:302	22,99,770
2	276	86,247	4.62	2,38,04,172	6.81	138	3:302	1,18,266
3	414	29,491	1.58	1,22,09,274	3.49	138	3:302	40,434
4	552	14,062	0.75	77,62,224	2.22	138	3:302	19,320
5	690	13,849	0.74	95,55,810	2.73	138	3:302	19,044
6	828	5,470	0.29	45,29,160	1.30	138	3:302	7,452
7	966	6,697	0.36	64,69,302	1.85	138	3:302	9,108
8	1104	4,155	0.22	45,87,120	1.31	138	3:302	5,658
9	1242	2,685	0.14	33,34,770	0.95	138	3:302	3,726
10	1380	7,800	0.42	1,07,64,000	3.08	138	3:302	10,626
11	1518	1,149	0.06	17,44,182	0.50	138	3:302	1,518
12	1656	1,298	0.07	21,49,488	0.61	138	3:302	1,794
13	1794	17,504	0.94	3,14,02,176	8.98	138	3:302	24,012
14	0	1891	Allottees from S	Serial no 2 to 13 Additiona	al 1(one) share	1	123:1891	123
	TOTAL	18,67,173	100.00	34,97,05,386	100.00			25,60,851

B. Allotment to Non-Institutional Investors (More than ₹0.20 million and up to ₹1.00 million) (after rejections)

The Basis of Allotment to the Non-Institutional Investors (More than ₹0.20 million and up to ₹1.00 million), who have bid at the Offer Price of ₹108 per Equity Share was finalized in consultation with NSE. The sub-category of the Non-Institutional Portion comprising Non-Institutional Investors Bidding (More than ₹0.20 million and up to ₹1.00 million) has been subscribed to the extent of 230.65 times (after rejections). The total number of Equity Shares Allotted in this category is 12,80,426 Equity Shares to 662 successful Non- Institutional Investors. The category-wise details of the Basis of Allotment are as under: (Sample)

Sr no	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	1,932	133253	92.68	25,74,44,796	87.17	1,932	41:8898	11,86,248
2	2,070	2828	1.97	58,53,960	1.98	1,962	13:2828	25,506
3	2,208	626	0.44	13,82,208	0.47	1,962	3:626	5,886
4	2,346	480	0.33	11,26,080	0.38	1,962	2:480	3,924
5	2,484	415	0.29	10,30,860	0.35	1,962	2:415	3,924
6	2,622	188	0.13	4,92,936	0.17	1,962	1:188	1,962
7	2,760	835	0.58	23,04,600	0.78	1,962	4:835	7,848
8	2,898	263	0.18	7,62,174	0.26	1,962	1:263	1,962
9	3,036	126	0.09	3,82,536	0.13	1,962	1:126	1,962
10	3,450	183	0.13	6,31,350	0.21	1,962	1:183	1,962
11	3,588	147	0.10	5,27,436	0.18	1,962	1:147	1,962
12	3,726	181	0.13	6,74,406	0.23	1,962	1:181	1,962
13	3,864	639	0.44	24,69,096	0.84	1,962	3:639	5,886
14	4,140	278	0.19	11,50,920	0.39	1,962	1:278	1,962
15	4,554	1174	0.82	53,46,396	1.81	1,962	5:1174	9,810
16	4,692	171	0.12	8,02,332	0.27	1,962	1:171	1,962
17	5,520	125	0.09	6,90,000	0.23	1,962	1:125	1,962
18	5,796	151	0.11	8,75,196	0.30	1,962	1:151	1,962
19	6,900	117	0.08	8,07,300	0.27	1,962	1:117	1,962
20	9,246	387	0.27	35,78,202	1.21	1,962	2:387	3,924
501	3,174	100	0.07	3,17,400	0.11	1,962	0:100	0
502	3,312	104	0.07	3,44,448	0.12	1,962	0:104	0
503	4,002	71	0.05	2,84,142	0.10	1,962	0:71	0
504	4,278	60	0.04	2,56,680	0.09	1,962	0:60	0
505	4,416	89	0.06	3,93,024	0.13	1,962	0:89	0
506	4,830	78	0.05	3,76,740	0.13	1,962	0:78	0
507	4,968	42	0.03	2,08,656	0.07	1,962	0:42	0

	TOTAL	143775	100	29,53,24,002	100			128042
536	0			Serial no 2 to 535 Addit	` ′	1	2:48	
535	0			501 to 534 for 1 (one)		1,962	3:1208	5,880
534	9,108	29	0.02	2,64,132	0.09	1,962	0:29	(
533	8,970	43	0.03	3,85,710	0.13	1,962	0:43	-
532	8,832	7	0.00	61,824	0.02	1,962	0:7	
531	8,694	21	0.01	1,82,574	0.06	1,962	0:21	
530	8,556	15	0.01	1,28,340	0.04	1,962	0:15	
529	8,418	12	0.01	1,01,016	0.03	1,962	0:12	
528	8,280	65	0.05	5,38,200	0.18	1,962	0:65	
527	8,142	4	0.00	32,568	0.01	1,962	0:4	
526	8,004	9	0.01	72,036	0.02	1,962	0:9	
525	7,866	15	0.01	1,17,990	0.04	1,962	0:15	
524	7,728	90	0.06	6,95,520	0.24	1,962	0:90	
523	7,590	14	0.01	1,06,260	0.04	1,962	0:14	
522	7,452	28	0.02	2,08,656	0.07	1,962	0:28	
521	7,314	28	0.02	2,04,792	0.07	1,962	0:28	
520	7,176	12	0.01	86,112	0.03	1,962	0:12	
519	7,038	19	0.01	1,33,722	0.05	1,962	0:19	
518	6,762	8	0.01	54,096	0.02	1,962	0:13	
517	6,624	19	0.03	1,25,856	0.08	1,962	0:37	
516	6,486	37	0.01	2,39,982	0.04	1,962	0:17	
514 515	6,210 6,348	31 17	0.02	1,92,510 1,07,916	0.07	1,962 1,962	0:31	
513	6,072	15	0.01	91,080	0.03	1,962	0:15	
512	5,934	15	0.01	89,010	0.03	1,962	0:15	
511	5,658	24	0.02	1,35,792	0.05	1,962	0:24	
510	5,382	27	0.02	1,45,314	0.05	1,962	0:27	
509	5,244	20	0.01	1,04,880	0.04	1,962	0:20	
508	5,106	40	0.03	2,04,240	0.07	1,962	0:40	

C. Allotment to Non-Institutional Investors (More than ₹ 1.00 million)

The Basis of Allotment to the Non-Institutional Investors (More than ₹1.00 million), who have bid at the Offer Price of ₹108 Equity Share was finalized in consultation with the NSE. The sub-category of the Non-Institutional Portion comprising Non-Institutional Investors Bidding above ₹1.00 million has been subscribed to the extent of 265.98 times (after rejections). The total number of Equity Shares Allotted in this category is 25,60,850 Equity Shares to 1,325 successful applicants Non-Institutional Investors. The category-wise details of the Basis of Allotment are as under (Sample):

Sr no.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per applicant	Ratio	Total No. of Equity Shares allotted
1	9,384	60862	92.37	57,11,29,008	83.85	1,932	14:696	23,64,768
2	9,522	758	1.15	72,17,676	1.06	1,932	15:758	28,980
17	12,006	39	0.06	4,68,234	0.07	1,932	1:39	1,932
18	12,420	37	0.06	4,59,540	0.07	1,932	1:37	1,932
27	19,320	42	0.06	8,11,440	0.12	1,932	1:42	1,932
28	20,424	31	0.05	6,33,144	0.09	1,932	1:31	1,932
29	20,700	49	0.07	10,14,300	0.15	1,932	1:49	1,932
1013	14,214	4	0.01	56,856	0.01	1,932	0:4	0
1215	62,100	2	0.00	1,24,200	0.02	1,932	0:2	0
1222	66,240	1	0.00	66,240	0.01	1,932	0:1	0
1300	2,13,900	1	0.00	2,13,900	0.03	1,932	0:1	0
1325	5,47,860	1	0.00	5,47,860	0.08	1,932	0:1	0
1326	5,55,588	1	0.00	5,55,588	0.08	1,932	0:1	0
1327	5,65,800	1	0.00	5,65,800	0.08	1,932	0:1	0
1328	5,75,736	1	0.00	5,75,736	0.08	1,932	0:1	0
1329	9,25,842	1	0.00	9,25,842	0.14	1,932	0:1	0
1330	9,38,400	1	0.00	9,38,400	0.14	1,932	0:1	0
1331	9,41,574	1	0.00	9,41,574	0.14	1,932	0:1	0
1332	12,03,636	1	0.00	12,03,636	0.18	1,932	0:1	0
1333	14,98,128	1	0.00	14,98,128	0.22	1,932	0:1	0
1334	23,43,378	1	0.00	23,43,378	0.34	1,932	0:1	0
1335	0	All applicants fr	om Serial no 100	01 to 1334 for 1 (one) lot	of 1932 shares	1,932	21:1294	40,572
1336	0	1325 A	Illottees from Ser	rial no 1 to 1335 Addition	al 1(one) share	1	33:46	950
	TOTAL	65891	100	681135432	100			2560850

TOTAL 65891 100 D. Allotment to QIBs (Excluding Anchor Investors) (after rejections)

Allotment to QIBs (excluding Anchor Investors), who have Bid at the Offer Price of ₹108 per Equity Share has been done on a proportionate basis in consultation with NSE. This category has been subscribed to the extent of 137.88 times of Net QIB Portion. As per the SEBI ICDR Regulations, Mutual Funds were Allotted 5% of the Equity Shares of Net QIB Portion available i.e. 3,84,128 Equity Shares and other QIBs including Mutual Funds were Allotted the remaining available Equity Shares i.e. 72,98,426 Equity Shares on a proportionate basis. The total number of Equity Shares Allotted in the Net QIB Portion is 76.82,554 Equity Shares, which were allotted to 144 successful QIB Bidders. The category- wise details of the Basis of Allotment are as under

	1	ı	1	1		1		1
CATEGORY	FIS/BANKS	MF'S	IC'S	NBFC'S	AIF	FPC	VC'S	TOTAL
Allotment	20.32.634	7.77.808	2.91.727	15.67.351	9.46.753	20.49.739	16.542	76.82.554

F. Allotment to Anchor Investors

The Company, in consultation with the BRLMs has allotted 11,523,831 Equity Shares to 12 Anchor Investors (through 14 Anchor Investor Application Forms, including 8 domestic Mutual Funds through 10 Mutual Fund schemes) at an Anchor Investor Offer Price of ₹108 per Equity Share in accordance with the SEBI ICDR Regulations. This represents 60% of total QIB portion.

Category	FI'S/BANK'S	MF'S	IC'S	NBFC'S	AIF'S	FPC/FII	Others	Total
Allotment	-	87,29,328	-	-	7,49,067	20,45,436	-	1,15,23,831

The IPO Committee of the Board of Directors in its meeting held on August 9, 2024 has taken on record the Basis of Allotment of Equity Shares approved by the Designated Stock Exchange, being NSE and allotment resolution was passed on August 9, 2024. The Allotment Advice-cum-Unblocking intimations have been dispatched to the email id of the Investors as registered with the depositories. Further, the instructions to the Self Certified Syndicate Banks for unblocking of funds, transfer to Public Offer Account have been issued on August 9, 2024 and payments to non-Syndicate brokers have been issued on August 10, 2024. In case the same is not received within ten days, investors may contact the Registrar to the Offer at the address given below. The Equity Shares Allotted to the successful Allottees have been uploaded on August 12, 2024 for credit into the respective beneficiary accounts subject to validation of the account details with the depositories concerned. The Company filed the Listing application with NSE and BSE on August 12, 2024. The Company has received listing and trading approval from NSE and BSE and the trading will commence on August 13, 2024.

Note: All capitalised terms used and not specifically defined herein shall have the same meaning as ascribed to them in the Prospectus

Corrigendum - Notice to Investors

This corrigendum" ("Corrigendum") is with reference to the Prospectus filed in relation to the Offer. In this regard, please note that in the section titled "Offer Procedure" on page 323 of the Prospectus, the number of Equity Shares made available for allocation on proportionate basis to all QIBs including Mutual Funds should be read as "7,298,426" instead of "7,928,426" and the number of Equity Shares allocated to Anchor Investors on a discretionary basis should be read as "11,523,831" instead of

The above changes are to be read in conjunction with the Prospectus and accordingly their references in the Prospectus stands updated pursuant to this Corrigendum, to the extent applicable. The information in this Corrigendum supersedes the information provided in the Prospectus to the extent inconsistent with the information provided

All capitalised terms used in this Corrigendum shall unless the context otherwise requires, have the same meanings as ascribed in the Prospectus.

INVESTORS PLEASE NOTE

The details of the Allotment made have been hosted on the website of the Registrar to the Offer, Link Intime India Private Limited at www.linkintime.co.in

All future correspondence in this regard may kindly be addressed to the Registrar to the Offer guoting full name of the First/Sole Bidder. Bid cum Application Form number. Bidder DP ID. Client ID. PAN, date of submission of Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and a copy of the Acknowledgment Slip received from the Designated Intermediary

LINK Intime

C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli, West Mumbai 400 083, Maharashtra, India Tel: +91 810 811 4949, E-mail: unicommerce.ipo@linkintime.co.in

Investor Grievance E-mail: unicommerce.ipo@linkintime.co.in

Website: www.linkintime.co.in, Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058

For Unicommerce eSolutions Limited

Place: New Delhi Date: August 12, 2024

Monish Pal Compliance Officer

Sd/-

THE LEVEL OF SUBSCRIPTION SHOULD NOT BE TAKEN TO BE INDICATIVE OF EITHER THE MARKET PRICE OF THE EQUITY SHARES ON LISTING OR THE BUSINESS PROSPECTUS OF UNICOMMERCE ESOLUTIONS LIMITED.

UNICOMMERCE ESOLUTIONS LIMITED has filed a prospectus dated August 8, 2024 ("Prospectus") with the Registrar of Companies ("RoC"). The Prospectus is available on the website of the Company at www.unicommerce.com, SEBI at www.sebi.gov.in, the website of the National Stock Exchange of India Limited at www.nseindia.com and the website of the BSE Limited at www.bseindia.com and the respective website of the book running lead managers to the Offer, IIFL Securities Limited at www.iiflcap.com and CLSA India Private Limited at www.india.clsa.com. Investors should note that investment in equity shares involves a high degree of risk. For details, refer to the Prospectus filed with the RoC, including the section titled "Risk Factors" on page 28 of the Prospectus.

This announcement does not constitute an invitation or offer of securities for sale in any jurisdiction. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in, and in compliance with, Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdictions where those offers and sales are made. There will be no public offering of the Equity Shares in the United States